

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PRIME PROPERTY & CASUALTY INSURANCE,	:
INC.,	:
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Plaintiff,	:
	:
-v-	:
	:
PEDRO CARDENAS et al.,	:
	:
Defendants.	:
	:
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JESSE M. FURMAN, United States District Judge:

Plaintiff Prime Property & Casualty Insurance, Inc. brings this action against Defendants Pedro Cardenas, Fancy Food, and Fancy Food Logistics, LLC, invoking the Court’s subject-matter jurisdiction on the ground of diversity of citizenship. *See* ECF No. 2 (“Compl.”), ¶ 13; *see also* 28 U.S.C. § 1332. Plaintiff alleges that it is a citizen of Utah. Compl. ¶ 5; *see* 28 U.S.C. § 1332(c)(1) (“[A] corporation shall be deemed to be a citizen of every State . . . by which it has been incorporated and of the State . . . where it has its principal place of business . . .”). It also alleges that Cardenas is a resident of Florida and that Fancy Food and Fancy Food Logistics, LLC are “foreign corporation[s] doing business in the State of New Jersey.” Compl. ¶¶ 8-10.¹

It is well established that to plead the citizenship of a corporation, a plaintiff must allege the corporation's state or country of incorporation and principal place of business. *See* 28 U.S.C. § 1332(c); *see also Hertz Corp. v. Friend*, 559 U.S. 77, 80 (2010) (“A corporation shall be

¹ Plaintiff writes in its complaint that Fancy Food Logistics, LLC is a “corporation,” Compl. ¶ 10, but its name suggests that it is a limited liability company. Plaintiff should clarify this in its amended complaint.

deemed to be a citizen of any State by which it has been incorporated and of the state where it has its principal place of business.”) (cleaned up); *Bayerische Landesbank, N.Y. Branch v. Aladdin Cap. Mgmt LLC*, 692 F.3d 42, 48-49 (2d Cir. 2012) (discussing “foreign” corporations).

A limited liability company (“LLC”), on the other hand, is deemed to be a citizen of each state of which its members are citizens. *See, e.g., Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000); *see also Altissima Ltd. v. One Niagara LLC*, No. 08-CV-756S(M), 2010 WL 3504798, at *2 (W.D.N.Y. Sept. 2, 2010) (noting that every other Court of Appeals to have considered LLC citizenship has held that an LLC has the citizenship of all of its members). Thus, a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the citizenship of any members of the LLC that are themselves LLCs). *See Handelsman*, 213 F.3d at 51-52; *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010). In the present case, the Complaint fails to do so.


In addition, the Complaint alleges only the state of residence of Cardenas rather than his state of citizenship, as required for purposes of diversity jurisdiction. Compl. ¶ 8; *see, e.g., Leveraged Leasing Admin. Corp. v. PacifiCorp Capital, Inc.*, 87 F.3d 44, 47 (2d Cir. 1996) (“[A] statement of the parties’ residence is insufficient to establish their citizenship.”); *Canedy v. Liberty Mut. Ins. Co.*, 126 F.3d 100, 103 (2d Cir. 1997) (“[A]llegations of residency alone cannot establish citizenship . . .”).

Accordingly, no later than **February 14, 2023**, Plaintiff shall file an amended complaint properly alleging the *citizenship* of each Defendant. If, by that date, Plaintiff does not file an amended complaint establishing this Court’s subject-matter jurisdiction, the Court will dismiss

the case without prejudice and without further notice to any party.

SO ORDERED.

Dated: February 7, 2023
New York, New York



JESSE M. FURMAN
United States District Judge